



# ZHONGDA INTERNATIONAL HOLDINGS LIMITED

(中大國際控股有限公司\*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00909)

## Terms of reference of Nomination Committee (“Committee”)

### Membership

1. The Committee shall consist of at least three directors with majority of independent non-executive directors appointed by the board of directors (the “**Board**”) of Zhongda International Holdings Limited (the “**Company**”) from time to time.
2. The chairman of the Committee shall be appointed by the Board and should be an independent non-executive director of the Company.

### Frequency and proceedings of meeting

3. The Committee shall meet at least once a year. The quorum of the Committee meeting shall be two members.
4. The company secretary of the Company shall be the Secretary of the Committee.
5. Proceedings of meetings of the Committee shall be governed by the bye-laws of the Company.

### Authority

6. The Committee shall seek independent professional advice, at the Company’s expense, to perform its responsibilities, as and when necessary.
7. The Committee is to be provided with sufficient resources to discharge its duties within the terms of reference.

### Functions

8. The Committee is to:
  - (a) review the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;

\* *For identification purpose only*

- (b) identify and assess individuals suitably qualified for appointment as director or to fill any casual vacancy, as and when necessary, and recommend to the Board for consideration;
- (c) assess the independence of the independent non-executive directors of the Company pursuant to the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
- (d) recommend the Board on matters relating to the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive of the Company, as and when necessary; and
- (e) present the proposals of the Committee within the terms of reference, unless there are legal or regulatory restrictions to do so, to the Board for consideration and approval.

#### **Reporting procedures**

9. The Secretary of the Committee shall circulate the minutes of the Committee meetings, reports of the Committee and relevant information to all members of the Board.